

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB Number: 3235-0076

Expires: April 30, 2008 Estimated Average burden hours per form 16.00



<u> </u>					
Name of Offering: BEL AIR MLP ENERG	Y INFRASTRUCTU	IRE FUND, LP - (Offering of Lin	nited Partnership Inte	rests
Filing Under (Check box(es) that apply):	☐ Rule 504	□ Rule 505	Rule 506	☐ Section 4(6)	☐ ULOE
Type of Filing:	☐ New Filing	Amendment			
	A. BA	SIC IDENTIFICA	FION DATA		
1. Enter the information requested about the issu	ier				
Name of Issuer (check if this is an ame	ndment and name has	changed, and indicat	e change.)		
BEL AIR MLP ENERGY INFRASTRUCTU			•		
Address of Executive Offices	(Number a	ind Street, City, State	, Zip Code)	Telephone Number (Inclu	iding Area Code)
c/o Swank Energy Income Advisors, L.P., 3300	Oak Lawn Avenue, Si	uite 650, Dallas, TX	75219	(214) 692-6334	
Address of Principal Business Operations	(Number a	ind Street, City, State	, Zip Code)	Telephone Number (Inclu	iding Area Code)
(if different from Executive Offices)			·		
Brief Description of Business: To operate as	a private investm	ent limited partn	ership.	PRO	CESSED
Type of Business Organization				1110	OFOOLD
☐ corporation	imited partners	ship, already formed	□ o	ther (please specify). JAN	N 0 7 2008
□ business trust	☐ limited partners	hip, to be formed		NITTE	OMCON
Actual or Estimated Date of Incorporation or Or	ganization:	Month 0 6	Yea 0	7 E Actual FIN	IANCIAL IANCIAL
Jurisdiction of Incorporation: (Enter two-letter UCN for Canada	J.S. Postal Service Ab ; FN for other foreign			D	E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address,

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	**	A DAGLO IDRIVER			
2. Enter the information	n requested for the fol	A. BASIC IDENTIF	ICATION DATA		
	-	nas been organized within the pas	t five vears:		
		o vote or dispose, or direct the vo		ore of a class of equ	nity securities of the issuer
		porate issuers and of corporate go		-	=
	naging partner of par		5 51		•
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if in	ndividual)	V-M		····	
BEL AIR ENERGY PARTNE	RS, LP (the "Gener	al Partner" or "GP")			
Business or Residence Address	(Number and Street	, City, State, Zip Code)			
c/o Swank Energy Income Advi	sors, L.P., 3300 Oak	Lawn Avenue, Suite 650, Dallas,	Texas 75219		
Check Box(es) that Apply:	➤ Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
BEL AIR ENERGY MANAG	GEMENT, LLC (the	"Investment Manager" or "IM")	1		
Business or Residence Address			·		
c/o Swank Energy Income Advi			Towns 75210		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Investment Advisor	☐ Director	☐ General and/or
Check Dox(co) that rippiy.	1 Tomoter	- Beneficial Owner	Mivestificiti Advisor	- Director	Managing Partner
Full Name (Last name first, if in	ndividual)				
SWANK ENERGY INCOME	ADVISORS I P	the "Investment Advisor" or "IA	" and the General Partner of th	o CP)	
Business or Residence Address			and the General Faturet of the	ie (Jr)	
3300 Oak Lawn Avenue, Suite 6					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	General Partner of the IA	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	idividual)	, <u></u>	the IA		Triunuging Farther
SWANK CAPITAL, LLC					
Business or Residence Address	(Number and Street	City State 7in Code)			
		•			
c/o Swank Energy Income Advi					
Check Box(es) that Apply:	⊠ Promoter	☐ Beneficial Owner	Member of the General Partner of the	Director	General and/or Managing Partner
Full Name (Last name first, if in	idividual)				
Swank, Jerry V.					
Business or Residence Address	(Number and Street	, City, State, Zip Code)			
c/o Swank Energy Income Advis	sors, L.P., 3300 Oak	Lawn Avenue, Suite 650, Dallas,	Texas 75219		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if in	dividual)		•		
Business or Residence Address	(Number and Street	, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
, , , , , , , , , , , , , , , , , , , ,	,				
Business or Residence Address	(Number and Street	, City, State, Zip Code)			
	(Use bla	nk sheet, or copy and use additio	nal copies of this sheet, as nec	essary.)	

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	<u> </u>	,			В. І	NFORMA	ATION A	BOUT O	FFERING	;				
													Yes	No
t.	,										X			
2	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?												\$5.000	000 +
2.	what is the m	ınımum inv	estment that	it will be ac	cepted troi	m any indiv	idual?	**************		**************		****************	\$ <u>5,000.</u> Yes	No
*(A	ny lesser am	ount is a	t the sole	discretio	on of the	General i	Partner.)						165	140
3.	Does the offer				•		•						☒	
4.	Enter the info		='	-	=									_
	solicitation of registered with a broker or de	purchasers the SEC a	s in connect and/or with	tion with s a state or s	ales of sec tates, list th	urities in the name of	ne offering. the broker (. If a perso or dealer. I	on to be lis	ted is an as	sociated p	erson or age	ent of a broke	er or dealer
Full	Name (Last na	ne first, if	individual)											
Bel	Air Securities L	LC												
Bus	iness or Resider	ce Addres	s (Number a	and Street,	City, State,	Zip Code)								
199	9 Avenue of the	Stars, Suit	e 2800, Los	Angeles, (CA 90067									
	ne of Associated													
Stat	es in Which Per	son Listed	Has Solicit	ed or Intend	ls to Solici	Purchasers	3							
	(Check "All S	tates" or ch	neck individ	ual States)						•••••			🗵 All S	tates
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
	[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	(KY) (NJ)	[LA] [NM]	[ME] [NY]	(MD)	[MA] [ND]	[MI] {OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
	[RI]	[SC]	[NV] [SD]	(TN)	[TX]	[UT]	[VT]	[NC] [VA]	[WA]	{WV}	[WI]	[WY]	[PR]	
Full	Name (Last na	me first, if	individual)		•		1 1		•		- .			
Bus	iness or Resider	nce Addres	s (Numbe	r and Street	, City, Stat	e, Zip Code	:)							
Nan	ne of Associated	l Broker or	Dealer								-			
Stat	es in Which Per	son Listed	Has Solicit	ed or Intend	ls to Solici	Purchasers	3							
	(Check "All S	tates" or ch	eck individ	ual Statec)									🗖 All S	tates
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	iuco
	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] {TX}	[MM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	(OR) (WY)	[PA] [PR]	
Full	Name (Last na					•			•	•	<u> </u>	•		
Bus	iness or Resider	nce Address	s (Numbe	r and Street	. City. Stat	e, Zip Code	;)							
					,, ,	.,	- /							
Nan	ne of Associated	l Broker or	Dealer	· _ •										
Stat	es in Which Per	son Listed	Has Solicit	ed or Intend	ls to Solici	t Purchasen								
	(Check "All S	tates" or el	neck individ	ual States)									. All S	tates
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
	(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS] [OR]	[MO] [PA]	
	(MT) [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[LN] [XT]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH) [WV]	(OK) [WI]	[WY]	(PR)	

[TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					В. І	NFORMA	ATION A	BOUT O	FFERING	}				
			_	-									Yes	No
1.										🗖	X			
2.	• • • • • • • • • • • • • • • • • • • •											\$5,000.	000 *	
۷.	What is the in	immun my	esument tha	at will be as	cepted froi	n any indiv	iduai?				•••••	***************************************	3 <u>2,000.</u> Yes	No
*(A	ny lesser am	ount is a	t the sole	discretio	on of the	General I	Partner.)							7.0
3.	Does the offer	ring permit	joint owner	ship of a si	ngle unit?	*********						*************	X	
4.	Enter the info	ormation re	quested fo	r each pers	on who ha	s been or	will be pai	id or given	, directly o	r indirectly	, any com	mission or s	imilar remur	neration for
	solicitation of registered wit a broker or de	h the SEC a	and/or with	a state or s	tates, list th	e name of	the broker (or dealer. I						
Full	Name (Last na	me first, if	individual)											•
Bel	Air Securities I	LC_												
Bus	iness or Resider	nce Address	(Number	and Street,	City, State,	Zip Code)								
199	9 Avenue of the	Stars, Suit	e 2800, Los	Angeles,	CA 90067									
Nan	ne of Associated	d Broker or	Dealer											
Stat	es in Which Per	son Listed	Has Solicit	ed or Inten	ls to Solici	Purchasers	3							
	(Check "All S	tates" or ch	eck individ	lual States)									🗷 All S	tates
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Full	Name (Last na	me first, if	individual)								•			
Bus	iness or Resider	nce Address	s (Numbe	r and Street	, City, Stat	e, Zip Code	:)							
														-
Nan	ne of Associated	d Broker or	Dealer											
Stat	es in Which Per	mon Listad	Hac Caliais	ad ar Intan	le to Solici	Durchoon								
Siai														
	(Check "All S [AL]	tates" or ch	neck individ	lual States) [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)		tates
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	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
Full	[RI] Name (Last na	[SC] me first, if:	[SD] individual)	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	<u>-</u>
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Bus	iness or Resider	nce Address	(Numbe	r and Street	, City, Stat	e, Zip Code	:)							
					,,,	-, ₋	,							
Nan	ne of Associated	d Broker or	Dealer	,					<u></u>					
Stat	es in Which Per	rson Listed	Has Solicit	ed or Intend	ls to Solicit	Purchasers	3							
	(Check "All S	tates" or ch	eck individ	lual States)	***********			••••					🗖 All S	tates
	{AL}	[AK]	[AZ]	(AR)	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)	
	(IL) (MT)	[IN] [NE]	[IA] [NV]	[KS]	(KY) [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
	[NI]	[SC]	[SD]	[NH] [TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$\) and indicate in the columns below the amounts of securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price (1)	Amount Already Sold (2)
	Debt	\$	s
	Equity	s	S
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	s	s
	Partnership Interests	\$ <u>750,000,000</u>	\$ <u>37,550,000</u>
	Other (specify)	s	S
	Total	\$ <u>750,000,000</u>	\$37,550,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number investors (2)	Aggregate Dollar Amount of Purchases (2)
	Accredited Investors	33	\$37,550,000
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	N/A	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering		Dollar Amount
	Rule 505	Type of Security N/A	Sold \$ N/A
	Regulation A	N/A	\$ N/A
	Rule 504	N/A	\$N/A
	Total	N/A	\$ <u>N/A</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	🗵	\$ <u>-0-</u>
	Printing and Engraving Costs	X	\$ 5,000
	Legal Fees	🗵	\$ 30,000
	Accounting Fees	🗵	\$_5,000
	Engineering Fees.	X	\$ <u>-</u> 0-
	Sales Commissions (specify finders' fees separately)	🕱	\$ <u>-0-</u>
	Other Expenses (identify) Blue Sky filing fees	🗵	\$ <u>5,000</u>
	Total	🗵	\$ <u>45,000 (3)</u>

Open-end fund. The maximum aggregate offering price is estimated solely for the purpose of this filing.
 The amount reflected as already sold is a pre-filing estimate. The number of investors may include sales to U.S. and non-U.S. persons.
 Reflects an estimate of initial costs only.

	C. OFFERING PRICE,	NUMBER OF INVESTORS, EXPENSES AND US	<u>E O</u>	F PROCEEDS		
	total expenses furnished in response to Part C - Qu	offering price given in response to Part C - Question 1 and estion 4.a. This difference is the "adjusted gross proceeds to		\$ <u>749,9</u> :	55,000	
	the purposes shown. If the amount for any purpos	roceeds to the issuer used or proposed to be used for each of the is not known, furnish an estimate and check the box to the sted must equal the adjusted gross proceeds to the issuer set				
				Payments to Officers, Directors, and Affiliates		Payments to Others
	Salaries and fees		X	\$ <u>(4)</u>		\$
	Purchases of real estate			\$		\$
	Purchase, rental or leasing and installation of mach	ninery and equipment		\$		\$
	Construction or leasing of plant buildings and facil	ities		\$		\$
	Acquisition of other businesses (including the valu- may be used in exchange for the assets or securities	e of securities involved in this offering that s of another issuer pursuant to a merger)		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$		\$
	Other (specify): Portfolio Investments			\$	X	\$ <u>749,955,000</u>
	Column Totals		X	\$ _(4)	\boxtimes	\$ <u>749,955,000</u>
	Total Payments Listed (column totals added)			⊠ \$ <u>7</u> 4	19,955.	000_
		D. FEDERAL SIGNATURE				
an un	ssuer has duly caused this notice to be signed by the dertaking by the issuer to furnish to the U.S. Securi ccredited investor pursuant to paragraph (b)(2) of F	e undersigned duly authorized person. If this notice is filed unities and Exchange Commission, upon written request of its sta Rule 502	der R	ule 505, the follo e information fun	wing signished b	gnature constitutes by the issuer to any
		Signature		Date December		2007
	AIR MLP ENERGY INFRASTRUCTURE D, LP			December ₂	X Q	, 2007
	· · · · · · · · · · · · · · · · · · ·	Title of Signer (Print or Type)		<u> </u>		
BY:		MANAGER OF SWANK CAPITAL, LLC, THE GENER. INCOME ADVISORS, L.P., THE GENERAL PARTNER THE GENERAL PARTNER OF THE ISSUER	al P of I	'ARTNER OF SV BEL AIR ENER	VANK I GY PAI	Energy rtners, LP

(4) The General Partner will be entitled to an annual performance allocation. The investment manager will be entitled to receive a quarterly management fee. The performance allocation and the management fee are discussed in greater detail in the Issuer's confidential offering materials.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE		
			Yes	No
1,	Is any party described in 17 CFR 230.262 presently sub-	ject to any of the disqualification provisions of such rule?		
	See A	Appendix, Column 5, for state response. NOT APPLICABLE		
2.	The undersigned issuer hereby undertakes to furnish to such times as required by state law.	any state administrator of any state in which this notice is filed, a notice	ce on Form D (17 CFR	239.500) at
3.	The undersigned issuer hereby undertakes to furnish to	the state administrators, upon written request, information furnished by	the issuer to offerees.	
4.		miliar with the conditions that must be satisfied to be entitled to the U derstands that the issuer claiming the availability of this exemption has $\underline{\mathbf{E}}$		
	ne issuer has read this notification and knows the contents to rson.	o be true and has duly caused this notice to be signed on its behalf by th	e undersigned duly auth	norized
Issu	suer (Print or Type) Signature	Date		
BE	EL AIR MLP ENERGY	(a) m	. 2/	
INI	FRASTRUCTURE FUND, LP	Dece	ember <u>26</u> , 2007	
Nai	ame (Print or Type) Title (Pri	int or Type)		
В		GER OF SWANK CAPITAL, LLC, THE GENERAL PARTNER OF DRS, L.P., THE GENERAL PARTNER OF BEL AIR ENERGY PA		

PARTNER OF THE ISSUER

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	APPENDIX				
1		2	3			4			5
	to non-a	I to sell ccredited s in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I)				
State	\$750,000,000 aggregate amount of Limited Partnership Yes No Interests		aggregate amount of Limited	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		Х	See Above	5	\$3,250,000	N/A	N/A	N/A	N/A
AR									
CA		x	See Above	22	26,800,000	N/A	N/A	N/A	N/A
со		Х	See Above	1	\$1,000,000	N/A	N/A	N/A	N/A
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	•	•			APPENDIX				
	1	2	3			4			5
•	Intend to non-a investor	to sell ccredited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	\$750,000,000 aggregate amount of Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NH									
NJ									
NM		X	See Above	1	\$1,000,000	N/A	N/A	N/A	N/A
NY									
NC									
ND									
ОН									
OK				· · · · · · · · · · · · · · · · ·					
OR									
PA		X	See Above	1	1,000,000	N/A	N/A	N/A	N/A
RI									
sc								, ,,	
SD									
TN	•								
TX	<u> </u>	x	See Above	1	\$2,000,000	N/A	N/A	N/A	N/A
UT	<u> </u>	X	See Above	1	\$500,000	N/A	N/A	N/A	N/A
VT									
VA									
WA									
wv	<u> </u>							,,, _, ,,,,,,,,,,,,,,,,,,,	
WI	ļ								
WY									
PR									<u> </u>

